

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

RECORDATION NO. 14751-A FILED

FEB 17 '99

2:15 PM

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

February 17, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a secondary document, dated as of October 30, 1998. The primary document to which this is connected is recorded under Recordation No. 14751. We request that this document be recorded under Recordation No. 14751-A.

The name and address of the party to the Instrument of Lease Termination is:

Lessor:

Inman Service Company, Inc.  
1230 South Walnut Street  
Coffeerville, KS 67337

A description of the equipment covered by the Instrument of Lease Termination consists of one SW-9 locomotive numbered 146.

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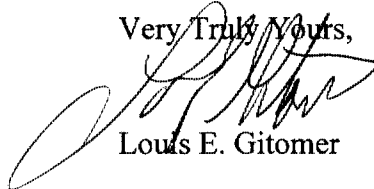
Honorable Vernon A. Williams  
February 17, 1999  
Page 2

A fee of \$26.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Lease Termination by Inman Service Company, Inc., 1230 South Walnut Street, Coffeerville, KS 67337, covering one SW-9 locomotive numbered 146.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

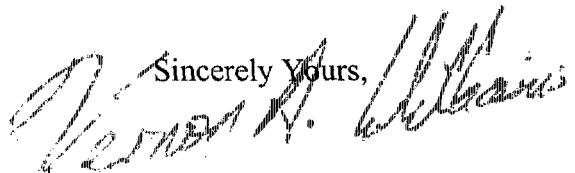
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/17/99 at 2:15PM, and

assigned recordation numbers (s): 14744-A, 14745-A, 14746-A, 14747-A,  
14748-A, 14750-A, 14751-A, 14752-A,  
14753-A and 14754-A.

Sincerely Yours,



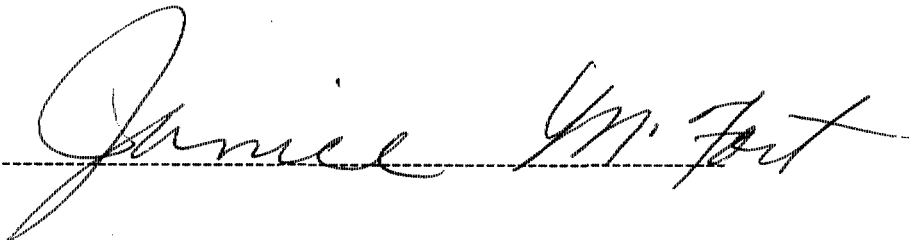
Vernon A. Williams

Enclosure(s)

260.00

\$\_\_\_\_\_ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



FEB 17 '99 2-15 PM

INSTRUMENT OF LEASE TERMINATION

INMAN SERVICE COMPANY, INC. ("INMAN"), this 30 day of October, 1998, provides notice of the termination of the lease of one SW-9 locomotive numbered 146 (the "Locomotive") under the Locomotive Lease (the "Lease"), dated June 5, 1984, between INMAN, as lessor, and PHILLIPS CHEMICAL ("PHILLIPS"), as lessee, which was recorded at the Interstate Commerce Commission on July 26, 1985 in Recordation Number 14751.

WHEREAS, INMAN desires to execute this Instrument to evidence for the public record the termination of the lease and of all the rights and obligations of PHILLIPS with respect to the Locomotive.

NOW, THEREFORE, in consideration of the premises, INMAN does hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotive.

IN WITNESS WHEREOF, INMAN has executed or caused this Instrument to be executed as of the date first above written.

INMAN SERVICE COMPANY, INC.  
By: Donald D. Orender  
Name: Donald D. Orender  
Its: CFO

State of Kansas )  
 ) ss.  
County of Crawford )

On this 30 day of October, 1998, before me personally appeared Donald D. Orender, to me personally known, who, being by me duly sworn, says that (s)he is CFO of Inman Service Company, Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of Inman Service Company, Inc., and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Inman Service Company, Inc.

Jamera Hanson  
Notary Public

My commission expires:  
Nov. 12, 2000